# IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

IN RE:	Chapter 11
W.R. GRACE & CO., et al.,	Case No. 01-1139 (JKF)
Debtors.	(Jointly Administered)
	Objection Deadline July 18, 2005 @ 4:00 p.m.
LEVIN NAFTALIS OFFICIAL COM COMPENSATION AND REI PERIOD FROM	NTHLY FEE APPLICATION OF KRAMER S & FRANKEL LLP, COUNSEL TO THE MITTEE OF EQUITY HOLDERS, FOR MBURSEMENT OF DISBURSEMENTS FOR THE MAY 1, 2005 THROUGH MAY 31, 2005
Name of Applicant:	Kramer Levin Naftalis & Frankel LLP
Authorized to Provide Professional Services to:	Official Committee of Equity Holders
Date of Retention:	As of July 18, 2001 nunc pro tunc
Period for which compensation and reimbursement is sought:	May 1, 2005 through and including May 31, 2005
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$19,218.50</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$2,198.56</u>
This is a(n): <u>x</u> monthly	interim application

#### **Prior Applications:**

	T		
Date Filed	Period Covered	Requested Fees/ Expenses	Paid Fees/ Expenses
December 28, 2001 November 1, 2001 – November 30, 2001		\$20,099.00 / \$3,031.62	\$16,079.20 / \$3,031.62
January 25, 2002	December 1, 2001 –	\$32,467.50 /	\$25,974.00 /
	Demember 31, 2001	\$2,338.23	\$2,338.23
February 28, 2002	January 1, 2002 –	\$23,807.50 /	\$19,046.00 /
	January 31, 2002	\$1,961.58	\$1,961.58
April 1, 2002	February 1, 2002 –	\$36,382.50 /	\$29,106.00 /
	February 28, 2002	\$2,894.44	\$2,894.44
May 8, 2002 March 1, 2002		\$32,575.00 /	\$26,060.00 /
March 31, 20		\$2,107.64	\$2,107.64
May 15, 2002	January 1, 2002 –	\$92,765.00 /	\$92,765.00 /
(1 <sup>st</sup> Quarterly)	March 31, 2002	\$6,963.66	\$6,963.66
June 17, 2002	April 1, 2002 –	\$28,794.00 /	\$23,035.20 /
	April 30, 2002	\$2,669.24	\$2,669.24
August 5, 2002	May 1, 2002 –	\$24,232.00 /	\$19,385.60 /
10 <sup>th</sup> Monthly	May 31, 2002	\$2,299.11	\$2,299.11
September 4, 2002	June 1, 2002 –	\$20,392.50 /	\$16,314.00 /
	June 30, 2002	\$388.61	\$388.61
September 18, 2002	April 1, 2002 –	\$73,418.50 /	\$69,340.00 /
(2 <sup>nd</sup> Quarterly)	June 30, 2002	\$5,356.96	\$5,356.96
November 4, 2002	July 1, 2002 –	\$28,083.50 /	\$22,466.80 /
	July 31, 2002	\$1,121.59	\$1,121.59
October 24, 2002	August 1, 2002 –	\$33,598.50 /	\$26,878.80 /
	August 31, 2002	\$7,190.62	\$7,190.62
November 5, 2002	September 1, 2002 –	\$25,584.50 /	\$20,467.60 /
	September 30, 2002	\$1,761.46	\$1,761.46
November 21, 2002	July 1, 2002 –	\$87,266.50 /	\$87,266.50 /
(3 <sup>rd</sup> Quarterly)	September 30, 2002	\$10,070.69	\$10,070.69
November 25, 2002	October 1, 2002 –	\$39,887.50 /	\$31,910.00 /
	October 31, 2002	\$2,124.93	\$2,124.93
January 14, 2003	November 1, 2002 –	\$18,704.00 /	\$18,704.00 /
	November 30, 2002	\$652.12	\$633.86

February 10, 2003	December 1, 2002 –	\$11,853.50 /	\$9,482.80 /
	December 31, 2002	\$816.82	\$816.82
February 25, 2003	January 1, 2003 –	\$11,100.00 /	\$8,880.00 /
	January 31, 2003	\$927.47	\$927.47
March 11, 2003	October 1, 2002 –	\$70,445.00 /	\$70,445.00 /
(4 <sup>th</sup> Quarterly)	December 31, 2002	\$3,575.61	\$3,575.61
April 8, 2003	February 1, 2003 –	\$13,418.00 /	\$10,734.40 /
	February 28, 2003	\$240.08	\$240.08
May 6, 2003	March 1, 2002	\$26,969.00 /	\$21,575.20 /
	March 31, 2003	\$452.38	\$452.38
May 15, 2003	January 1, 2003 –	\$51, 487.00 /	\$51, 487.00 /
(5 <sup>th</sup> Quarterly)	March 31, 2002	\$1,619.93	\$1,619.93
June 4, 2003	April 1, 2003 –	\$7,609.00 /	\$6,087.20 /
	April 30, 2003	\$1,594.42	\$1,594.42
June 26, 2003	May 1, 2003 –	\$9,411.00 /	\$7,528.77 /
	May 31, 2003	\$107.57	\$107.57
August 13, 2003	June 1, 2003 –	\$10,427.00 /	\$8,341.60 /
	June 30, 2003	\$137.09	\$137.09
August 21, 2003	April 1, 2003 –	\$27,447.00 /	\$27,447.00 /
(6 <sup>th</sup> Quarterly)	June 30, 2003	\$1,839.08	\$1,839.08
September 25, 2003	July 1, 2003 –	\$9,272.50 /	\$7,418.00 /
	July 31, 2003	\$32.30	\$32.30
October 2, 2003	August 1, 2003 –	\$9,815.50 /	\$489.69 /
	August 31, 2003	\$130.93	\$130.93
November 26, 2003	September 1, 2003 –	\$15,004.00 /	\$12,003.20 /
	September 30, 2003	\$334.63	\$334.63
December 19, 2003	July 1, 2003 –	\$34,092.00 /	\$34,092.00 /
(7 <sup>th</sup> Quarterly)	September 30, 2003	\$497.86	\$497.86
December 19, 2003	October 1, 2003 –	\$13,134.00 /	\$10,507.20 /
	October 31, 2003	\$174.04	\$174.04
January 6, 2004	November 1, 2003 –	\$14,537.00 /	\$11,629.60 /
	November 30, 2003	\$273.00	\$273.00
January 29, 2004	December 1, 2003 –	\$17,595.00 /	\$14,076.00 /
	December 31, 2003	\$1,599.14	\$1,599.14
February 27, 2004	October 1, 2003 –	\$34,092.00 /	\$34,092.00 /
(8 <sup>th</sup> Quarterly)	December 31, 2003	\$497.86	\$497.86
February 27, 2004	January 1, 2004 –	\$8,979.00 /	\$7,183.20 /
	January 31, 2004	\$436.37	\$436.47

May 5, 2004	February 1, 2004 –	\$8,888.00 /	\$7,110.40 /	
	February 29, 2004	\$545.85	\$545.85	
May 28, 2004	March 1, 2004 –	\$13,807.50 /	\$11,643.00 /	
	March 31, 2004	\$472.11	\$472.11	
June 30, 2004 April 1, 2004 – April 30, 2004		\$14,373.50 / \$389.30	\$2,874.70 / \$0.00	
July 13, 2004	January 1, 2004 –	\$31,674.50 /	\$31,674.50 /	
(9 <sup>th</sup> Quarterly)	March 31, 2004	\$1,451.43	\$1,451.43	
August 3, 2004	May 1, 2004 –	\$10,840.00 /	\$8,672.00 /	
	May 31, 2004	\$1,279.24	\$1,279.24	
August 23, 2004	June 1, 2004 –	\$23,202.00 /	\$18,561.60 /	
	June 30, 2004	\$172.12	\$172.12	
October 1, 2004	July 1, 2004 –	\$13,523.50 /	\$10,818.40 /	
	July 31, 2004	\$33.62	\$33.62	
October 29, 2004	August 1, 2004 –	\$9,543.50 /	\$7,634.80 /	
	August 31, 2004	\$125.25	\$125.25	
November 1, 2004	April 1, 2004 –	\$48,415.50 /	\$48,415.50 /	
(10 <sup>th</sup> Quarterly)	June 30, 2004	\$1,840.66	\$1,840.66	
November 2, 2004	September 1, 2004 –	\$24,483.00 /	\$19,586.40 /	
	September 30, 2004	\$836.33	\$836.33	
November 23, 2004	October 1, 2004 –	\$128,959.00 /	\$103,167.20 /	
	October 31, 2004	\$6,922.76	\$6,922.76	
December 28, 2004	November 1, 2004 –	\$153,725.00 /	\$122,980.00 /	
	November 30, 2004	\$4,236.79	\$4,236.79	
January 27, 2005	July 1, 2004 –	\$47,550.00 /	\$47,550.00 /	
(11 <sup>th</sup> Quarterly)	September 30, 2004	\$995.20	\$995.20	
February 2, 2005	December 1, 2004 –	\$123,833.00 /	\$102,312.89 /	
	December 31, 2004	\$3,246.49	\$3,246.49	
March 8, 2005	January 1, 2005 –	\$132,776.50 /	\$115,731.60 /	
	January 31, 2005	\$8,060.80	\$8,060.80	
March 28, 2005	February 1, 2005 –	\$24,706.50 /	\$19,765.20 /	
	February 28, 2005	\$2,444.84	\$2,444.84	
April 7, 2005	October 1, 2004 –	\$406,517.00 /	\$325,213.60 /	
(12 <sup>th</sup> Quarterly)	December 31, 2004	\$14,406.04	\$14,406.04	
April 29, 2005	March 1, 2005 -	\$26,414.00 /	\$21,131.20 /	
	March 31, 2005	\$2,827.24	\$2,827.24	
May 16, 2005	January 1, 2005 –	\$183,897.00 /	\$183,897.00 /	
(13 <sup>th</sup> Quarterly)	March 31, 2005	\$12,593.68	\$12,593.67	

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May 31, 2005	April 1, 2005 –	\$29,522.00 /	\$23,958.44 /
_	April 30, 2005	\$1,323.60	\$1,323.60

### SUMMARY OF TIME FOR BILLING PERIOD MAY 1, 2005 THROUGH MAY 31, 2005

Name	<b>Total Billed Hours</b>	<b>Hourly Billing Rate</b>	<b>Total Compensation</b>
Madler Eller D	02.7	660.00	¢ 1 702 በበ
Nadler, Ellen R. Bentley, Phillip	03.5	595.00	\$ 1,782.00 \$ 2,082.50
Becker, Gary M.	19.9	520.00	\$10,348.00
Becker, Gary M.	05.0	260.00	\$ 1,300.00
Dimos, Bill	01.4	275.00	\$ 385.00
Cotto, Lisa	<u>16.2</u>	205.00	\$ <u>3,321.00</u>
	40 =		-10-10-0
<u>TOTAL</u>	<u>48.7</u>		\$ <u>19,218.50</u>

#### **COMPENSATION SUMMARY BY PROJECT CATEGORY**

Project Category	Total Hours for the Period	Total Fees for the Period
	04/01/05 through 04/30/05	04/01/05 through 04/30/05
Case Administration	02.5	\$ 610.50
Creditor Committee	07.0	\$ 3,925.00
Bankruptcy Motions	02.5	\$ 1,016.50
Fee Applications, Applicant	20.0	\$ 5,927.00
Claim Analysis Objection	08.2	\$ 4,619.50
(Asbestos)		
Fraudulent Conveyance Adv.	00.4	\$ 208.00
Proceeding		
Hearings	03.1	\$ 1,612.00
Travel/Non Working	05.0	\$ 1,300.00
Total	48.7	\$19,218.50

#### **EXPENSE SUMMARY**

Expense Category	Total Expenses For the Period <u>2/1/05 through 2/28/05</u>
Photocopying	\$ 782.85
Postage	\$ 0.37
Messenger/Courier	\$ 9.86
Out-Of-Town Travel	\$1,305.98
Cab Fares	\$ <u>99.50</u>
Subtotal	\$ <u>2,198.56</u>

Dated: June 21, 2005

KRAMER LEVIN NAFTALIS & FRANKEL LLP

By:\_\_

Gary M. Becker 919 Third Avenue

New York, New York 10022

(212) 715-9100

Counsel to the Official Committee of Equity Holders

# Case 01c01139-1AMC/OIDOCT 86940 IS Filled 106/28/105 UC Plage 7 of 26 FOR THE PERIOD MAY 1, 2005 THROUGH MAY 31, 2005

	<u>DISBURSEMENTS</u>		<u>AMOUNT</u>
PHOTOCOPYING			<u>417.52</u>
		Subtotal	\$ <u>417.52</u>

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# KRAMER LEVIN NAFTALIS & FRANKEL LLP \*PRIVILEGED AND CONFIDENTIAL\*

Run Date & Time: 06/20/2005 11:01:25

alp\_132c: Client Summary

Client No: 056772 Client Name : W.R.

	С	ase C	)1-0113	9-AM(	C Doo	c 8694	Filed	06/28/	'05 Pa	ige 8 o	f 26	·
	REPORT	as 100.05/31/2005 TO: 05/31/2005	OOSTS	y-AMC	D00(31/200 <u>5</u>	RRITE OFF APPROVAL (necessary for write downs over \$2,000.00)			RETAINER: 0.00 U.00 U.00 U.00 U.00 U.00 U.00 U.00	LAST PAYMENT DATE FEES BILLED TO DATE: 1,411,056.50 FEES BILLED TO DATE: 0.00	FESS BILLED TO DATE: 1,411,056,50 WRITTEN OFF TO DATE: 154,323.18	es. (7) Fixed Fee (8) Premium (9) Rounding (10) Client Arrangement
Client Name: W.R. GRACE & CO. EQUITY COMMITTEE  Special Billing Instructions: reduce tele 1 00/photo 0 15/w/o manu services	PRE-BILLING SUMMARY	12.5	FEES GROSS BILLABLE AMOUNT: AMOUNT WRITTEN DOWN:	DEDUCTED FROM PAID RETAINER.	AMOUNT BILLED: THRU DATE: CLOSE MATTER/FINAL BILLING? EXPECTED DATE OF COLLECTION;	BILLING PARTNER APPROVAL: BILLING COMMENTS:		488.1 286.5	R: 0.00 3: 141,376.94 BILLING	DATE OF LAST BILL  1.05/31/05  1.2177 ACTUAL ON ACCOUNT	TOTAL TOTAL TOTAL PRES	FOR ACCTG USE ONLY:  (1) Exceeded Fixed Fee  (2) Late Time & Costs Posted  (3) Pre-arranged Discount  (6) Summer Associate

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# KRAMER LEVIN NAFTALIS & FRANKEL LLP \*PRIVILEGED AND CONFIDENTIAL\*

Run Date & Time: 06/20/2005 11:01:22

alp\_132r: Matter Detail

Proforma Number: Bill Frequency: M Bill Prtnr : BENTLEY PHILIP - 02495 - 06975 MAYER THOMAS MOERS Orig Prtnr : CRED. RGTS Supv Prtnr EQUITY COMMITTEE CASE ADMINISTRATION Client Name : W.R. GRACE & CO. Matter Opened : 07/27/2001 Matter No: 056772-00001

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	Case 01-01139-AMC	Doc 8694	Filed 06/28/05	Page 11 of 26
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1941981 PAGE Proforma Number: Bill Frequency: M 1,317.60 Balance 0.00 Others Bill Prtnr : BENTLEY PHILIP - 02495 Orig Print : CRED. RGTS - 06975 MAYER THOMAS MOERS 2,596,35,06/29/04 2,703,15,08/03/04 7,610.84 02/27/04 4,560.47 04/13/04 2,349.05.03/23/05 3,201.30 10/18/04 3,843.89 11/16/04 6,820.51.01/25/05 22,452.84 03/30/05 13,808.43 05/09/05 2,333,30,06/14/05 225.50 385,00 610.50 1.10 Legal Assts Amount --- Collections 77, 505.76 79,196.68 46,386,07 Total KRAMER LEVIN NAFTALIS & FRANKEL LLP 06/20/05 11:01:22) 1.40 2.50 707.10 707 1,317.60 Supv Prtnr ----- Total Unbilled \*PRIVILEGED AND CONFIDENTIAL\* Amount Hours Total From OA Applied 1.40 Associates 05/20/05 05/31/05 Lateat Total Unbilled I S T O R Y (Reflects Payments As of 05/27/05 13,613.26 3,649.07 Disbursement 1,364.34 43.85 114 15 13.05 87.30 125 39 8,280.84 Latest 8,160.18 436.47 2,080.43 783 80 39,639.74 180.51 Entry 92/03/02 05/19/05 Oldest 0.00 Counsels Billed. 03/25/05 Oldest Entry 63,892.50 42,737.00 2,331.00 71,036.50 6,246 50 4,124.00 2,552.50 2,589 00 3,114.00 3,718,50 6,640.00 14,172.00 237,041.50 11,728.00 1,549.50 Fee & OA Client Name : W.R. GRACE & CO. RQUITY COMMITTEE SUMMARY Group CRED CRED 0.00 Partners Run Date & Time: 06/20/2005 11:01:22 Þ × CASE ADMINISTRATION Z Z E C Matter Opened : 07/27/2001PAYM H K B 390208 391727 392045 396938 382765 384579 388529 408613 409910 412177 413661 Grand Total 394084 Bill Date Thru Date Bill# PARAPROFESSIONALS Matter No: 056772-00001 alp\_132r: Matter Detail 0 Emp Id Employee Name U Sub-Total Hours : Total DIMOS, BILL COTTO, LISA PHOTOCOPY ING 06/29/04 05/31/04 01/25/05 09/30/04 Description 01/29/04 12/31/03 02/25/04 01/31/04 04/30/04 02/29/04 05/27/04 04/30/04 07/31/04 06/30/04 08/23/04 06/30/04 03/30/05 12/31/04 05/09/05 03/31/05 04/30/05 UNBILLED LLED O Matter Name : PRIOR TO 2001 BILLIN YEAR 2002 YEAR 2003 05/31/05 06208 05623 0820 Code NP

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KRAMER LEVIN NAFTALIS & FRANKEL LLP \*PRIVILEGED AND CONFIDENTIAL\*

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Batch Date 5698383 05/31/05 5675264 05/12/05 05/06/05 5675263 05/12/05 5669464 Index# 104.00 364.00 364.00 184 50 Amount for motion to approve PI CMO and Questionnaire review docket and e-mail information (.1); then make copies and deliver to attorney (.2); print date (11); review docket, pull schedule order, appendix to motion from pacer and update files t/c with court re: confirm hearing date (.2); then t/c's with debtors counsel re: hearing t/c's and e-mails with Phil re: hearing date including claims objections, order regarding CEO and ersonal injury CMO briefing schedule 05/09/05 Review hearing agenda and related pleadings, 05/11/05 Review amended hearing agenda and related 05/03/05 Review debtors motion to settle claim Description pleadings DETAIL 05/17/05 Work Date TIME UNBILLED GARY M. BECKER, GARY M. BECKER, GARY M Employee Name COTTO, LISA BECKER,

Fee. Total 1,016.50
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Pre-arranged Discount

BILL NUMBER:

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(10) Client Arrangement

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1941981 13 PAGE Bill Frequency: M Proforma Number: 0.00 Others 03976 Bill Prtnr : BENTLEY PHILIP - 02495 . MAYER THOMAS MORRS -Orig Prtnr : CRED: RGIS - 06975 1,758.00 10/18/04 951.00 10/18/04 2,080.00 07/02/04 2,911.00 3,016.00 5,927.00 14.20 Legal Assts Collections 10,356.48 33,288,14 10,378,60 Total KRAMBR LEVIN NAFTALIS & FRANKEL LLP THE THE THE PARTY OF 06/20/05 11:01:23) 5.80 98.6 5,937.23 14.20 20.00 10.23 Supv Prtnr ----- Total Unbilled \*PRIVILEGED AND CONFIDENTIAL\* Hours Amount Total From OA Applied 0.00 Associates 05/25/05 05/31/05 Latest Total Unbilled H I S T O R Y (Reflects Payments As of 05/19/05 Disbursement 00. 00 Latest 191.48 53.60 183 14 Entry 05/04/05 05/09/05 Oldest 5.80 Counsels 05/19/05 Billed Oldest Entry 951.00 78.00 10,165.00 33,105.00 10,325.00 2,080.00 1,758,00 Fee & OA Client Name : W.R. GRACE & CO. EQUITY COMMITTER SUMMARY Group APPLICANT CRED CRED O M M A 0:00 Partners Run Date & Time: 06/20/2005 11:01:23 C) FEE APPLICATIONS, Ŀ 2 C) PAYME Matter Opened : 07/27/2001 H T I K Bill Date Thru Date Bill# 382765 384579 388529 PARAPROFESSIONALS C) Matter No: 056772-00008 MESSENGER/COURIER alp\_132r: Matter Detail 0 BECKER, GARY M. Employee Name COTTO LISA 04/30/04 02/29/04 01/29/04 12/31/03 Description 02/25/04 01/31/04 Sub-Total Hours UNBILLED ILLED TLLING POSTAGE PRIOR TO 2001 Matter Name YEAR 2002 YEAR 2003 05623 05292 a N P 060 0880

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KRAMER LEVIN NAFTALIS & PRANKEL LLP \*PRIVILEGED AND CONFIDENTIAL\* alp\_132r: Matter Detail

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Run Date & Time: 06/20/2005 11:01:23 Matter No: 056772.00008 Client Name : W.R. GRACE & CO. EQUITY COMMITTEE Matter Name : FEE APPLICATIONS, APPLICANT	BILLED TIME loyee Name		LISA LISA LISA	Y. M.	BECKER, GARY M. 05/17/05 COTTO, LISA 05/17/05			BECKER, GARY M. 05/19/05 COTTO, LISA 05/19/05
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